

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re

CALPINE CORPORATION, et al.,

Chapter 11

Case No. 05-60200 (BRL)

(Jointly Administered)

-----X
HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE, THE BANK OF NEW YORK,
AS ADMINISTRATIVE AGENT,
WILMINGTON TRUST FSB, AS
INDENTURE TRUSTEE, WILMINGTON
TRUST COMPANY, AS ADMINISTRATIVE
AGENT, WILMINGTON TRUST COMPANY,
AS COLLATERAL AGENT, AND
MANUFACTURERS & TRADERS TRUST
COMPANY, AS INDENTURE TRUSTEE

Case No. 1:07-cv-03088 (GBD)

Appellants,

— against —

CALPINE CORPORATION, THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS OF CALPINE CORPORATION,
AND THE OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS

Appellees.

-----X
CALPINE CORPORATION, THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS OF CALPINE CORPORATION,
AND THE OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS,

Appellants,

— against —

HSBC BANK USA, NATIONAL :
 ASSOCIATION, AS INDENTURE :
 TRUSTEE, THE BANK OF NEW YORK, :
 AS ADMINISTRATIVE AGENT, :
 WILMINGTON TRUST FSB, AS :
 INDENTURE TRUSTEE, WILMINGTON :
 TRUST COMPANY, AS ADMINISTRATIVE :
 AGENT, WILMINGTON TRUST COMPANY, :
 AS COLLATERAL AGENT, AND :
 MANUFACTURERS & TRADERS TRUST :
 COMPANY, AS INDENTURE TRUSTEE, :
 :
 Appellees. :
 -----X

ORDER GRANTING MOTION FOR ADMISSION TO PRACTICE, *Pro Hac Vice*

Dennis Murphy, an active member in good standing in the Commonwealth of Massachusetts and the State of Connecticut, having applied in the above-entitled action for admission to practice in the Southern District of New York on a *pro hac vice* basis, representing Wilmington Trust Company, as Collateral Agent; Wilmington Trust FSB as Indenture Trustee; and, Wilmington Trust Company, as Administrative Agent,¹ in the above captioned matter.

¹ The Motion was filed to represent (i) Wilmington Trust FSB as Indenture Trustee for the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00; (ii) Wilmington Trust Company as Administrative Agent for the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 and, (iii) Wilmington Trust Company in its capacity as Collateral Agent under that Collateral Trust and Intercreditor Agreement dated March 23, 2004, between: Calpine CalGen Holdings, Inc., Calpine Generating Company, LLC, certain Debtor Guarantors, Wilmington Trust FSB as Trustee, Morgan Stanley Senior Funding, Inc. as Term Loan Administrative Agent, the Bank of Nova Scotia as Revolving Loan Administrative Agent as Collateral Agent for:

(a) the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00 (for which Wilmington Trust FSB serves as Indenture Trustee and Wilmington Trust Company serves as Collateral Agent);

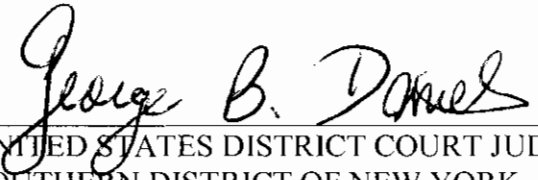
(b) the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 (for which Wilmington Trust Company serves as successor Administrative Agent and Wilmington Trust Company serves as Collateral Agent);

(c) the First Priority Secured Revolving Loans issued on or about March 23, 2004, in the original aggregate principal amount of \$200,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);

(Footnote continued on next page)

IT IS HEREBY ORDERED THAT the application is granted.

Dated: May __, 2007
MAY 17 2007


UNITED STATES DISTRICT COURT JUDGE
SOUTHERN DISTRICT OF NEW YORK

(Footnote continued from previous page)

(d) the Second Priority Secured Floating Rate Notes due 2010, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$640,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);

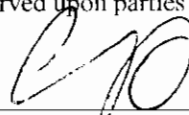
(e) the Second Priority Secured Institutional Term Loans due 2010, issued on or about March 23, 2004, in the original aggregate principal amount of \$100,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);

(f) the Third Priority Secured Floating Rate Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$680,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent); and

(g) the 11 ½ % Third Priority Secured Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$150,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent).

CERTIFICATE OF SERVICE

I, Christopher M. Desiderio, hereby certify that on this 14th day of May 2007, I caused a true and correct copy of the Motion for Admission of Dennis Murphy to Practice, Pro Hac Vice to be served upon parties below by regular mail, postage prepaid.



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